

IN THE SUPREME COURT OF THE STATE OF MISSISSIPPI  
NO. 2017-CA-00940

TABORIAN URGENT CARE CENTER, INC.  
AND MARGO CHRISTIAN BROOKS

APPELLANTS

CITY OF MOUND BAYOU, MISSISSIPPI

APPELLANT

vs.

INTERNATIONAL ORDER OF  
TWELVE KNIGHTS AND DAUGHTERS OF TABOR,  
MISSISSIPPI JURISDICTION, INC. a/k/a  
INTERNATIONAL ORDER OF TWELVE  
KNIGHTS AND DAUGHTERS OF TABOR IN MISSISSIPPI

APPELLEE

vs.

BDT HOUSING SERVICES ENTERPRISE, AND ANY OTHER  
PERSON OR ENTITIES THAT MAY CLAIM AN INTEREST  
IN THE SUBJECT PROPERTY

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APPEAL FROM THE CHANCERY COURT  
OF THE SECOND JUDICIAL DISTRICT OF BOLIVAR COUNTY, MISSISSIPPI  
HONORABLE W.M. SANDERS, PRESIDING

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BRIEF OF APPELLEE INTERNATIONAL ORDER OF APPELLEES TWELVE  
KNIGHTS AND DAUGHTERS OF TABOR, MISSISSIPPI JURISDICTION, INC., a/k/a  
INTERNATIONAL ORDER OF TWELVE KNIGHTS AND DAUGHTERS OF TABOR  
IN MISSISSIPPI

ORAL ARGUMENT IS NOT REQUESTED

Sheldon G. Alston, Esq. (MSB No. 9784)  
Jesse S. New, Jr., Esq. (MSB No. 102276)  
BRUNINI, GRANTHAM, GROWER & HEWES  
The Pinnacle Building, Suite 100  
190 East Capitol Street (39201)  
Post Office Drawer 119  
Jackson, Mississippi 39205  
Telephone: (601) 948-3101  
Facsimile: (601) 960-6902  
[salston@brunini.com](mailto:salston@brunini.com)  
[jnew@brunini.com](mailto:jnew@brunini.com)

*Attorneys for Appellee Knights and Daughters of Tabor*

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**CERTIFICATE OF INTERESTED PERSONS**

The undersigned counsel of record certifies that the following listed persons have an interest in the outcome of this case. These representations are made in order that the justices of the Supreme Court and/or the judges of the Court of Appeals may evaluate possible disqualification or recusal.

1. Mayor and Board of Aldermen of City of Mound Bayou, Mississippi, Appellant;
2. BDT Housing Services Enterprise (BDT), Appellee;
3. International Order of Twelve, Knights and Daughters of Tabor, MS Jurisdiction, Appellee;

4. Knights and Daughters of Tabor KDT, Appellee;
5. Jesse S. New, Jr., Esq., Attorney for Appellee(s) International Order of Twelve Knights and Daughters of Tabor, MS Jurisdiction and Knights and Daughters of Tabor KDT
6. Sheldon G. Alston, Esq., Attorney for Appellee(s) International Order of Twelve Knights and Daughters of Tabor, MS Jurisdiction and Knights and Daughters of Tabor KDT
7. Taborian Urgent Care Center, Inc. (TUCC), Appellant;
8. Helen Morris, Esq., Morris & Associates, Counsel for Defendant/Appellant City of Mound Bayou;
9. Levi Boone, III, Esq., Counsel for Defendant(s)/Appellant(s) TUCC and Margo Christian Brooks;
10. Chaka Smith, Esq., Counsel for Defendant/Appellee BDT Housing Services;
11. Margo Christian Brooks, Appellant
12. Honorable W.M. Sanders, Chancery Court Judge.

/s/Jesse S. New, Jr.

**Jesse S. New, Jr., Esq.**

International Order of Twelve, Knights and  
Daughters of Tabor, MS Jurisdiction

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## **I. STATEMENT OF THE ISSUES**

1. Whether the Chancery Court was correct in holding as a matter of law that International Order of Twelve Knights and Daughters of Tabor, Mississippi Jurisdiction, Inc., a/k/a International Order of Twelve Knights and Daughters of Tabor in Mississippi ("KDT"), the Appellee herein, is an entity in good standing within the State of Mississippi.

- a. At no time throughout its history has KDT initiated efforts to effect a voluntary dissolution pursuant to any available Mississippi statutes, to include MS Code Ann. §79-11-333, MS Code Ann. §79-11-335 or MS Code Ann. §79-11-336.
- b. At no time throughout its history has KDT been subjected to administrative dissolution by the Mississippi Secretary of State pursuant to MS Code Ann. §79-11-347 or MS Code Ann. §79-11-349.
- c. At no time throughout its history has KDT been subjected to a court ordered dissolution pursuant to MS Code Ann. §79-11-355. Furthermore, Appellants have no standing to encourage or request dissolution pursuant to MS Code Ann. §79-11-355.
- d. Since its creation, KDT has remained active within the Mound Bayou, Mississippi community and surrounding areas, to include the provision of services and engaging in collaborative partnerships for the benefit of those families living within Mound Bayou, Mississippi.
- e. KDT's filing of forms and other documentation with the Office of the Secretary of State has no bearing on the entity's ability to own real property in the State of Mississippi.

- f. Per the records of the Mississippi Secretary of State, KDT is and remains an entity in good standing within the State of Mississippi.
- 2. Whether the Chancery Court was correct in ruling that KDT is vested with title to all of the Subject Property.
  - a. KDT has long maintained continuous and exclusive ownership and control of the Subject Property.
  - b. KDT has long maintained and paid the ad valorem property taxes on the Subject Property.
  - c. The Chancery Court was correct in ruling that the quitclaim deed to BDT Housing Services, Inc. ("BDT") from purported members of KDT was void and of no effect due to the following: (1) said quitclaim deed was executed by purported members who held no authority to act on behalf of KDT; (2) no special meeting was held regarding the conveyance of the Subject Property to BDT, nor was proper notice and publication provided; (3) no quorum was present which assented to the conveyance of the Subject Property to BDT.
  - d. Appellants have acknowledged KDT's long continuous and exclusive control of the Subject Property and have engaged in collaborative partnerships with KDT.
  - e. Appellant's arguments hinge on the baseless assertions that KDT is a defunct corporation which as is detailed herein, is erroneous, inaccurate and without grounds for consideration.



## **II. STATEMENT OF THE CASE**

KDT has long maintained continuous and exclusive control of the Subject Property. At no time prior to its November 30, 2016 special warranty deed has KDT attempted to divest itself of ownership of any portion of the Subject Property.

On November 8, 2016, with neither notice and publication, nor the authority to act on behalf of KDT, purported members of KDT executed a quitclaim deed whereby they attempted to convey all of the Subject Property to BDT Housing Services Enterprise ("BDT"). **(Record Except pp. 53-62).**

On January 12, 2017, In the Chancery Court of the Second Judicial District of Bolivar County, Mississippi, Cause No. 2017-0010, KDT filed its Petition to Quiet and Confirm Title against BDT as to the Subject Property. **(Record Except pp. 3-41).**

On May 3, 2017, BDT filed its Answer and Counter-Petition to Quiet and Confirm Title. **(Record Except pp. 47-62).**

On May 2, 2017, Taborian Urgent Care Center Project, Inc. a/k/a Taborian Urgent Care Center, Inc. ("TUCC", one of the Appellants herein), filed its Motion to Intervene in the above-referenced quiet title lawsuit between KDT and BDT. **(Record Except pp. 73-76).**

On May 3, 2017, a hearing was conducted before the Chancery Court of the Second Judicial District of Bolivar County, Mississippi pertaining to the above-referenced lawsuit. Counsel for both the Appellants and the Appellee were present for said hearing.

On May 15, 2017, the City of Mound Bayou (the "City of Mound Bayou", one of the Appellants herein), filed its Motion to Intervene in the above-referenced quiet title action between KDT and BDT. **(Record Except pp. 105-115).**



On May 22, 2017 (Nunc pro tunc to May 3, 2017), the Chancery Court entered its Order allowing TUCC to intervene in the above-referenced quiet title action. **(Record Excerpt pp. 167-168).**

On May 23, 2017, TUCC filed its Cross-Petition to Confirm Title and for Other Relief as it pertains to the Subject Property. **(Record Excerpt pp. 162-166)**

On May 31, 2017, the Chancery Court entered its Order allowing the City of Mound Bayou to intervene in the above-referenced lawsuit. **(Record Excerpt p. 189)**

On June 2, the Chancery Court entered its Final Order on Petition to Quiet and Confirm Title wherein title to the Subject Property was quieted and confirmed in KDT; furthermore, the Chancery Court determined and adjudicated that KDT is and remains a viable entity in good standing within the State of Mississippi. **(Record Excerpt pp. 171-188).**

On June 29, 2017, TUCC filed its Notice of Appeal. **(Record Excerpt p. 200).**

On July 5, 2017, the City of Mound Bayou filed its Notice of Appeal. **(Record Excerpt pp. 203-205).**

BDT has filed no appeal of the Chancery's Court's decision to quiet and confirm title to the Subject Property in KDT.

### **III. STATEMENT OF RELEVANT FACTS TO THE ISSUES PRESENTED**

This is a simple quiet title case. KDT was founded on February 24, 1903 as a Mississippi non-profit corporation with the mission of providing various charitable, religious, educational and philanthropic services for the community of Mound Bayou, Mississippi.

Per the records of the Mississippi Secretary of State, KDT is and remains an entity in Good Standing within the State of Mississippi. **(Chancery Exhibit 1).**

From the date of its inception, KDT has been substantially engaged in various charitable, philanthropic and educational endeavors within the City of Mound Bayou, Mississippi and surrounding areas. Between 1903 and 1985, KDT acquired title to the Subject Property which is more specifically identified as follows:

1. Tract No. 1:

A lot measuring 300 feet by 400 feet and being the South 3/4ths of Green's Square of a part of the Original Town of Mound Bayou, Mississippi, as shown in the original survey and plat of said Town, on file in the Office of the Chancery Clerk of Bolivar County, at Cleveland, Mississippi.

PARCEL NUMBER: 35-05-030-13-00500      PPIN: 14685  
PROPERTY ADDRESS: 204 Main Street, Mound Bayou, MS 38762

2. Tract No. 2 (also known as the I.T. Montgomery House):

A lot measuring ninety-seven (97) feet, North and South, and One Hundred Seventy (170) feet, East and West, in the Northeast Corner of Montgomery Square, Original Survey of the Town of Mound Bayou, Bolivar County, Mississippi, to-wit:

Begin at the Northeast Corner of Montgomery Square, Original Town of Mound Bayou, Mississippi, and measure thence South, Ninety-Seven (97) feet, to a stake; thence measure West One Hundred Seventy (170) feet, to a stake; thence measure North Ninety-Seven (97) feet to a stake; thence measure East, One Hundred Seventy (170) feet, to the point of beginning, on which said lot there is situated the Two Story Brick Home of the late I.T. Montgomery, deceased.

PARCEL NUMBER: 35-05-030-14-00100      PPIN: 14686  
PROPERTY ADDRESS: Main Street, Mound Bayou, MS 38762

3. Tract No. 3 (also known as the Taborian Hospital):

A certain tract of land, being part of the SW1/4 of the SW1/4 of Section 33, Township 24 North, Range 5 West, Bolivar County, Mississippi, described as:

Beginning at a point on the Eastern boundary line of the right of way of U.S. Highway No. 61, said point being 113 feet East and 8 feet North of an iron stake, which marks the Southwest corner of Section 33, Township 24 North, Range 5 West, Bolivar County, Mississippi, and run thence North 1 degree 30 minutes West along the Eastern right of way line of said U.S. Highway No. 61 for 300 feet; thence East for 312.0 feet to the East line of a gravel drive; thence South 1 degree 30 minutes East along the East edge of said gravel drive for 305.34 feet; thence North 89 degrees 00 minutes West for 312.05 feet to the point of beginning.

PARCEL NUMBER: 37-33-900-00-03800 PPIN: 17956  
PROPERTY ADDRESS: NORTH EDWARDS AVE., MOUND BAYOU, MS  
38762

4. Tract No. 4:

A strip of land eight feet in width measured from North to South along the South side of that property conveyed by Elilah H. Jones to Grantors (Horace Bromfield and Allie Lee Bromfield) on January 5, 1962, by deed recorded in Book M-68 at Page 381 in the office of the Chancery Clerk of Bolivar County, at Cleveland, Mississippi, said eight foot strip being off the South side of the property described as follows:

Commence at the Northeast Corner of the property designated as "Green's Square" on the plat of the original Town of Mound Bayou in the Chancery Clerk's office at Cleveland, Mississippi, and measure Westerly along the Northern boundary of said Square to a point which is half way between the present brick building and the Town Hall; thence measure at right angles to said Southern boundary a distance of 100 feet; thence measure Easterly and parallel with said Northern boundary line to the Eastern boundary line of said Green's Square; thence measure Northerly, and along said Eastern boundary to the Northeast Corner, the point of beginning and containing a two story brick building located on said property, which was formerly occupied by the telephone company.

PARCEL NUMBER: 37-33-900-00-03900 PPIN: 17957  
PROPERTY ADDRESS: Township Road, Mound Bayou, MS 38762

5. Tract No. 5:

Lots 1 — 9, and Lots 14 — 16, of the Taborian Subdivision of a part of the unplatted lands of the Town of Mound Bayou, in the Second Judicial District of Bolivar County, Mississippi, according to the official plat of said Subdivision filed and of record in the office of the Chancery Clerk at Cleveland, Mississippi, in Book Three (3) at Page 54 of the plats called "Municipal Plats, Bolivar County, Mississippi."

PARCEL NUMBER: 37-33-658-00-00100 PPIN: 17858 (Lot 1)  
PARCEL NUMBER: 37-33-658-00-00200 PPIN: 17859 (Lot 2)  
PARCEL NUMBER: 37-33-658-00-00300 PPIN: 17860 (Lot 3)  
PARCEL NUMBER: 37-33-658-00-00400 PPIN: 17861 (Lot 4)  
PARCEL NUMBER: 37-33-658-00-00500 PPIN: 17862 (Lot 5)  
PARCEL NUMBER: 37-33-658-00-00600 PPIN: 17863 (Lot 6)  
PARCEL NUMBER: 37-33-658-00-00700 PPIN: 17864 (Lot 7)  
PARCEL NUMBER: 37-33-658-00-00800 PPIN: 17865 (Lot 8)  
PARCEL NUMBER: 37-33-658-00-00900 PPIN: 17866 (Lot 9)  
PARCEL NUMBER: 37-33-658-00-01400 PPIN: 17869 (Lot 14)  
PARCEL NUMBER: 37-33-658-00-01500 PPIN: 17870 (Lot 15)

PARCEL NUMBER: 37-33-658-00-01600 PPIN: 17871 (Lot 16)

**(Record Excerpt pp. 3-41).**

In summary, KDT acquired title to the Subject Property (Tract Nos. 1-5) as follows:

<u>Tract No.</u>	<u>Date Acquired</u>	<u>Vesting Deed</u>	<u>KDT Duration of Ownership</u>
Tract No. 1	July 16, 1979	Book M140, Page 195	37+ years
Tract No. 2	January 10, 1942	Book M31, Page 214	75 years
Tract No. 3	April 24, 1985	Book M165, Page 116	32 years
Tract No. 4	September 15, 1970	Book M130, Page 16	46+ years
Tract No. 5	September 1, 1939 September 25, 1939	Book M30, Page 368 Book M30, Page 369	77+ years

KDT has maintained continuous and uninterrupted control and ownership of the Subject Property since each of the above mentioned acquisition dates.

From the date of its creation, KDT has remained engaged within the Mound Bayou community. In or around late 2006 and early 2007, the health of Kemper H. Smith, Sr., KDT's International Grand Chief Mentor, began to fail rendering him unable to continue serving as president of the organization.

On April 25, 2007, with the advice and under the direction of legal counsel, KDT called a Special Meeting for the purposes of discussing and handling various internal business matters pertaining to the organization. During said Special Meeting, a Resolution was voted upon, approved and adopted whereby it was decided that Kemper H. Smith, Jr. and Myrna Smith-Thompson, the children of Sir Kemper H. Smith, Sr., would assume the duties and responsibilities of the International Chief Grand Mentor due to their father's failing health. Also

included within these powers and duties is the authority to oversee and manage all matters involving any real property owned by KDT. **(Record Excerpt pp. 34-36).**

Under the direction of legal counsel, Notice of Publication was provided and Proof of Publication was made in following newspapers: *The Bolivar Commercial*; *The Delta Democrat-Times*; *The Yazoo Herald*; *The Clarksdale Press Register*. **(Record Excerpt pp. 38-41).**

Upon assuming leadership roles within KDT, Myrna Smith-Thompson and Kemper H. Smith, Jr. engaged in a variety of efforts aimed at benefiting the organization. These efforts included, but are not limited to, securing grant and private funds for the renovation and restoration of the Subject Property, funds for the development of educational and philanthropic services to be conducted upon the Subject Property, and partnerships with various organizations aimed at providing community health and wellness programs for the community of Mound Bayou.

On May 4, 2010, Knights and Daughters of Tabor (KDT), as Lessor, entered into a Lease Agreement (the "Lease") with the City of Mound Bayou covering a portion of the Subject Property (i.e., the Taborian Hospital property). Said lease was executed for a thirty (30) year term ending on May 3, 2040 and is made subject to various renovation requirements pertaining to the property. **(Record Excerpt pp. 116-119).**

Knights and Daughters of Tabor (KDT) and the City of Mound Bayou executed an Affirmation of the Lease on December 19, 2013, whereby each party reaffirmed its commitment to the restoration and revitalization of the Subject Property. This Affirmation provides that the parties acknowledge that a signed copy of the original Lease cannot be located. **(Record Excerpt pp. 112-115).**



On September 8, 2014, Knights and Daughters of Tabor KDT filed its Articles of Incorporation within the State of Mississippi whereby said entity was duly formed as a perpetual Mississippi non-profit corporation. **(Record Excerpt p. 63).**

Knights and Daughters of Tabor KDT remains an entity in Good Standing within the State of Mississippi. **(Chancery Exhibit 1).**

On May 18, 2015, the City of Mound Bayou sublet a portion of the Subject Property (i.e., the Taborian Hospital property) to TUCC. The sublease was made subject to the terms and provisions of the Lease entered into between Knights and Daughters of Tabor KDT and the City of Mound Bayou. **(Record Excerpt pp. 131-139).**

By Assignment dated May 18, 2015, made effective as of October 1, 2014, the City of Mound Bayou assigned all its legal rights, title and interest in the Lease to TUCC. Said Assignment includes the following provision: "Should the leased real property or any of the assets of the project cease to be used by the Assignee for the provision of health care services and/or health care education in Mound Bayou, Mississippi, then said property/asset shall revert to the City of Mound Bayou." **(Record Excerpt pp. 140-145).**

In her Affidavits filed on January 5, 2016 and December 29, 2016, Margo Christian Brooks, the Chief Executive Officer of TUCC, stated that TUCC "served patients from August 2014 through April 2015" **(Record Excerpt pp. 100-104).**

In its Motion to Intervene filed on May 15, 2017, the City of Mound Bayou confirmed that TUCC closed its doors on or about April, 2015 and has not operated a health care facility on any portion of the Subject Property since that date. In its Motion, pursuant to the effective reversion which resulted as a result of TUCC's failure to continue providing services within the Taborian Hospital property, the City of Mound Bayou asserts ownership as to the property and

assets assigned previously to TUCC. The City of Mound Bayou specifically notes that TUCC has not been in operation since 2015 and that the property and assets have automatically reverted to the City of Mound Bayou. Thus, since April 2015, neither Ms. Brooks nor TUCC have maintained any right or viable claim of title or ownership to the property or assets situated in or upon the Taborian Hospital property. **(Record Excerpt pp. 105-119).**

In her Affidavits filed on January 5, 2016 and December 29, 2016, Ms. Brooks also stated that the City of Mound Bayou was awarded a grant to renovate the old Taborian Hospital property. **(Record Excerpt pp. 100-104 and pp. 126-130).**

Ms. Brooks also states in her Affidavits that "The owner of the old Taborian Hospital was International Order of Twelve Knights and Daughters of Tabor." **(Record Excerpt pp. 100-104).**

By her own admission, Ms. Brooks confirmed that her services and those of TUCC were retained by and on behalf of the City of Mound Bayou to act as a Contractor Administrator for various grant initiatives the terms of which have expired. **(Record Excerpt pp. 77-81).**

Ms. Brooks also specifically notes that she was provided a stipend of \$1,000.00 and an annual salary of \$60,000.00 as consideration for her employment as Contract Administrator on behalf of the City of Mound Bayou. It is clear that Ms. Brooks acted as an agent or employee of the City of Mound Bayou which neither provides TUCC nor Ms. Brooks with any viable claim of title to the Subject Property. **(Record Excerpt pp. 77-81).**

Correspondence received from the United State Department of Agriculture – Rural Development, pertaining to the City of Mound Bayou's award of various grant funds under the Delta Health Care Services Program, confirms that Ms. Brooks is recognized as the Project Administrator. A "Project Selection Notice" accompanying this correspondence confirms that



the recipient is the City of Mound Bayou and a Rural Utilities Service Borrower Ach Payment Form further designates the City of Mound Bayou as Payee/Company. A Delta Health Care Services Program Certification of Authority also lists the Grant Recipient as the City of Mound Bayou, with Margo L. Brooks serving as Contract Administrator. The evidence contained in the record is clear that the services provided by TUCC and Ms. Brooks were provided upon the request and on the behalf of the City of Mound Bayou. **(Record Excerpt pp. 120-125).**

On October 13, 2015, KDT filed its Complaint to Evict against the City of Mound Bayou, Mississippi and TUCC, *In the County Court of Bolivar County, Mississippi, Cause No. 2015-208*, pertaining to the breach of a Lease covering a portion of the Subject Property known as the Taborian Hospital. This eviction proceeding remains open before the Honorable Mills E. Barbee as Special Judge, *In the County Court of Bolivar County, Mississippi, Cause No. C-2015-208*.

On November 24, 2015, the City of Mound Bayou filed its Motion, Defenses and Answers to Complaint. On January 29, 2016, the City of Mound Bayou filed its Cross-Complaint for Eviction-Removal of Subtenant for Breach of First Amended Sublease Agreement against TUCC. This eviction proceeding was held in abeyance pending determination of the ownership of the Taborian Hospital by the Chancery Court.

On November 4, 2016, BDT obtained a quitclaim deed from Annyce Campbell, Mary Carter, Pariscene Lewis Wilson, Richard Williams and Willie B. Williams, each of whom originally claimed in said quitclaim deed to be a surviving member of KDT. By virtue of this quitclaim deed, these purported members quitclaimed the Subject Property to BDT. **(Record Excerpt pp. 53-62).**

Annyce Perkins Campbell, a ninety-two (92) year old lifelong resident of Mound Bayou, Mississippi, testified that she was aware that Kemper H. Smith, Sr. was the Chief Grand Mentor of KDT. **(Chancery Transcript p. 105, Lines 25-28; p. 107, Line 16-24)**

Mrs. Campbell also notes that KDT would at times also be referred to simply as “Knights and Daughters of Tabor.” **(Chancery Transcript p. 110, Lines 7-9)**

Mary Carter also testified that she only knew KDT as “Knights and Daughters of Tabor.” **(Chancery Transcript p. 126, Lines 8-11)**

Both Mrs. Campbell and Mrs. Carter testified that they were aware that KDT owned the Subject Property.

The record reflects that KDT is sometimes referred to simply as Knights and Daughters of Tabor, and individuals familiar with the organization have testified that they recognize KDT as one and the same entity as Knights and Daughters of Tabor.

No evidence has been presented to this Court which confirms that Annyce Campbell, Mary Carter, Pariscene Lewis Wilson, Richard Williams and Willie B. Williams are members of KDT. Furthermore, Mrs. Annyce Perkins Campbell testified that she did not know if Mary Carter, one of the grantors of the above-referenced quitclaim deed, was a member of KDT. In fact, Mary Carter testified that she personally was unaware if she was a member of KDT. **(Chancery Transcript p. 112, Lines 18-22).**

No Notice or Publication was provided to Mryna Smith-Thompson, Kemper H. Smith, Jr., nor any other members or officers of KDT. No special meeting was called for and no vote of the membership or Board of Curators (i.e., Board of Directors) was held whereby it was decided that KDT would convey any portion of the Subject Property to BDT.

No evidence has been presented which supports the assertion that Annyce Campbell, Mary Carter, Pariscene Lewis Wilson, Richard Williams and Willie B. Williams were authorized to conduct any business on the behalf of KDT.

On November 30, 2016, KDT executed a special warranty deed (Book 2160, Page 2659) whereby it conveyed a portion of the Subject Property (i.e., the Taborian Hospital) to Knights and Daughters of Tabor KDT. Attached to this special warranty deed is the Affidavit of Rev. J.E. Cummings, Jr., whereby he affirms that as a Member of the Board of Curators of KDT, he is authorized to execute said special warranty deed on behalf of the organization. **(Chancery Exhibit 13).**

On January 12, 2017, KDT filed its Petition to Quiet and Confirm Title as to the Subject Property against BDT. **(Record Excerpt pp. 3-41).**

On May 2, 2017, TUCC filed its Motion to Intervene with respect to the above-described quiet title action pertaining to the Subject Property. **(Record Excerpt pp. 73-76).**

On May 3, 2017, BDT filed its Answer and Counter Petition to Quiet and Confirm Title as to the Subject Property. **(Record Excerpt pp. 47-62).**

On May 23, 2017, TUCC filed its Cross-Petition to Confirm Title with respect to the above-described quiet title action pertaining to the Subject Property. In its Cross-Petition, TUCC asserts a litany of baseless and factually incorrect statements concerning KDT. TUCC also further confirms its and Ms. Brooks' status as an agent or employee of the City of Mound Bayou. Specifically, Ms. Brooks acknowledges that she "prepared the grant for the City of Mound Bayou to receive funds to renovate the old Taborian Hospital building", and "was asked to write herself in as Contract Administrator to manage the grant at a salary of \$60,000.00 annually." **(Record Excerpt pp. 71-81).**

Ms. Brooks' Affidavit filed on April 29, 2016 further confirms that on September 30, 2011, the City of Mound Bayou was awarded a grant to renovate the old Taborian Hospital property. The record is clear and Ms. Brooks has repeatedly confirmed that any work she engaged in regarding the Subject Property was on behalf and upon the request of the City of Mound Bayou. Neither TUCC nor Ms. Brooks ever acquired a vested interest in the Subject Property and any interest either acquired in the sublease agreement expired when TUCC ceased operations in 2015. **(Record Excerpt pp. 100-104).**

On May 3, 2017, before the Chancery Court of the Second Judicial District of Bolivar County, Mississippi, testimony was given and evidence was presented at a hearing pertaining to KDT's Petition to Quiet and Confirm its title to the Subject Property.

On May 15, 2017, the City of Mound Bayou filed its Motion to Intervene with respect to the above-described quiet title action pertaining to the Subject Property. **(Record Excerpt pp. 105-145).**

On May 22, 2017, an Order was entered in the Chancery Court which allowed TUCC and Ms. Brooks to intervene in the above-described matter concerning KDT's Petition to Quiet and Confirm its title to the Subject Property. **(Record Excerpt pp. 167-168).**

On May 23, 2017, TUCC filed its Cross Petition to Confirm Title pertaining to the Taborian Hospital property. Ms. Brooks once again confirms in this Cross Petition that her services, and those of TUCC, were retained by the City of Mound Bayou and that Ms. Brooks was provided a \$1,000.00 stipend and \$60,000.00 annual salary to work as Contractor Administrator for the City of Mound Bayou. **(Record Excerpt pp. 162-166).**

On May 31, 2017, an Order was entered in the Chancery Court which allowed the City of Mound Bayou to intervene in the above-described matter concerning KDT's Petition to Quiet and Confirm its title to the Subject Property. **(Record Excerpt p. 189).**

On June 2, 2017, the Chancery Court, having heard testimony and after examination of the evidence presented as it pertains to KDT's efforts to quiet and confirm its title to the Subject Property, rendered its Final Order on Petition to Quiet and Confirm Title whereby it was adjudicated that KDT is and remains an entity in good standing within the State of Mississippi, and that title to the Subject Property is vested in KDT. **(Record Excerpt pp. 171-188).**

On June 29, 2017, TUCC filed its Notice of Appeal. **(Record Excerpt pp. 200-202).**

On July 5, 2017, the City of Mound Bayou filed its Notice of Appeal. **(Record Excerpt pp. 203-205).**

#### **IV. SUMMARY OF ARGUMENT**

KDT has clearly shown that it has long maintained continuous and exclusive ownership and control of the Subject Property. Furthermore, KDT has clearly shown it is and remains an entity in good standing within the State of Mississippi.

Neither TUCC nor Ms. Brooks have a viable claim of title to the Subject Property. Ms. Brooks has repeatedly acknowledged and confirmed that her services, and those of TUCC, were retained by and on behalf of the City of Mound Bayou with respect to the Subject Property. Ms. Brooks and TUCC were financially compensated as agents and/or employees of the City of Mound Bayou until cessation of TUCC's operations in April, 2015. Acting as an agent or employee of the City of Mound Bayou neither provides TUCC nor Ms. Brooks with any viable claim of title to the Subject Property.

Any rights TUCC or Ms. Brooks may have had as a sub-lessee of the Taborian Hospital property terminated upon TUCC's cessation of operations in April, 2015. TUCC closed its doors on or about April, 2015, and has not operated a health care facility on any portion of the Subject Property since that date. Any rights of TUCC or Ms. Brooks as a sub-lessee with respect to the property or assets covered by the Sub-Lease Agreement automatically reverted to the City of Mound Bayou upon TUCC's cessation of operations.

The rights of the City of Mound Bayou, if any, are limited strictly to those of a Lessee/Tenant, the disposition of which should be handled via the eviction proceeding currently pending in Bolivar County Court.

Neither TUCC, Ms. Brooks, nor the City of Mound Bayou has standing to allege or assert dissolution proceedings against KDT.

The City of Mound Bayou executed a lease agreement with KDT on May 4, 2010, and subsequently re-affirmed the Lease on December 29, 2013. The City of Mound Bayou is well-aware of the long-storied activities of KDT within the Mound Bayou community. Furthermore, the City of Mound Bayou is well-aware that KDT has owned and maintained the Subject Property for decades.

KDT has presented clear evidence that it remains an entity in good standing within the State of Mississippi. The land records of Bolivar County, Mississippi clearly reflect that KDT has long maintained continuous and uninterrupted control and ownership of the Subject Property. This Court should affirm the ruling of the Chancery Court whereby it was adjudicated that title to the Subject Property remains vested in KDT.



## V. ARGUMENT

### A. The Chancery Court was correct in affirming that International Order of Twelve Knights and Daughters of Tabor in Mississippi ("KDT") is and remains an entity in good standing within the State of Mississippi.

KDT has clearly shown that it is and remains an entity in good standing within the State of Mississippi. The records of the Mississippi Secretary of State confirm that KDT was formed on February 24, 1903, and has remained an entity in good standing within the State of Mississippi since its creation.

KDT has never been subjected to dissolution pursuant to MS Code Ann. §79-11-336, which reads as follows:

#### **§79-11-336. Application and distribution of assets of voluntary dissolving corporation**

The assets of a corporation in the process of voluntary dissolution pursuant to Section 79-11-333 or Section 79-11-335 shall be applied and distributed as follows:

- (a) All liabilities and obligations of the corporation shall be paid, satisfied and discharged; in case its property and assets are not sufficient to satisfy or discharge all the corporation's liabilities and obligations, the corporation shall apply them so far as they will go to the just and equitable payment of the liabilities and obligations.
- (b) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- (c) If the corporation to be dissolved is a charitable organization, as defined in Section 79-11-501, the remaining assets shall be transferred to another charitable organization or other charitable organizations, as defined in Section 79-11-501, either domestic or foreign, engaged in activities substantially similar to those of the dissolving corporation, or to the federal government, or to a state or local government, for a public purpose. For all other nonprofit corporations, assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation.



- (d) Other assets not described above, if any, shall be distributed in accordance with the provisions of the articles of incorporation or the bylaws to the extent that the articles of incorporation or bylaws determine the distributive right of members, or any class or classes of members, or provide for distribution to others. SOURCES: Laws, 2009, ch. 547, § 1, eff from and after July 1, 2009.

The Appellants conveniently failed to include pertinent portions of MS Code Ann. §79-11-336, specifically with regard to the referenced MS Code Ann. §79-11-333 and MS Code Ann. §79-11-335 with respect to voluntary dissolution. MS Code Ann. §79-11-333 reads as follows:

**§79-11-333. Dissolution by incorporators or directors of corporation that has no members.**

- (1) A majority of the incorporators or directors of a corporation that has no members may, subject to any approval required by the articles or bylaws, dissolve the corporation by delivering to the Secretary of State articles of dissolution.
- (2) The corporation shall give notice of any meeting at which dissolution will be approved. The notice shall be in accordance with Section 79-11-259. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider dissolution of the corporation.
- (3) The incorporators or directors in approving dissolution shall adopt a plan of dissolution indicating to whom the assets owned or held by the corporation will be distributed after all creditors have been paid. SOURCES: Laws, 1987, ch. 485, § 117, eff from and after January 1, 1988.

MS Code Ann. §79-11-333 is clearly inapplicable as testimony in these proceeding confirms that KDT has members. KDT has never engaged in any acts of voluntary dissolution, either by its incorporators or its directors and Articles of Dissolution have never been submitted to the Secretary of State.

MS Code Ann. §79-11-335 reads as follows:

**§79-11-335. Approval of dissolution by board of directors or members; notice requirements.**

- (1) Unless Section 79-11-101 et seq., the articles of incorporation, the bylaws or the board of directors or members (acting pursuant to subsection (3) of this section) require a greater vote or voting by class, dissolution is authorized if it is approved:

- (a) By the board of directors; and
  - (b) By the members, if any, by two-thirds (2/3) of the votes cast, or a majority of the voting power, whichever is less.
- (2) If the corporation does not have members, dissolution must be approved by a vote of a majority of the directors in office at the time the transaction is approved. In addition, the corporation shall provide notice of any directors' meeting at which such approval is to be obtained in accordance with Section 79-11-259. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider dissolution of the corporation and contain or be accompanied by a copy or summary of the plan of dissolution.
  - (3) The board may condition its submission of the proposed dissolution, and the members may condition their approval of the dissolution on receipt of a higher percentage of affirmative votes or on any other basis.
  - (4) If the board seeks to have dissolution approved by the members at a membership meeting, the corporation shall give notice to its members of the proposed membership meeting in accordance with Section 79-11-205. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider dissolving the corporation and contain or be accompanied by a copy or summary of the plan of dissolution.
  - (5) If the board seeks to have dissolution approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the plan of dissolution.
  - (6) The plan of dissolution shall indicate to whom the assets owned or held by the corporation will be distributed after all creditors have been paid. SOURCES: Laws, 1987, ch. 485, § 118, eff from and after January 1, 1988.

Much like MS Code Ann. §79-11-333 above, MS Code Ann. §79-11-335 is also inapplicable to these proceedings as neither KDT's directors nor its members have ever initiated any acts of voluntary dissolution on behalf of the organization. The evidence is clear that KDT is and remains an entity in good standing within the State of Mississippi.

Appellants erroneously cite MS Code Ann. §79-11-336 as potential justification for the dissolution of KDT. No incorporators, directors or members of KDT have initiated efforts to voluntarily dissolve the organization. KDT has clearly shown that it is and remains an active entity in good standing within the State of Mississippi. MS Code Ann. §79-11-336 is not applicable to

these proceedings and the Appellants have no viable claim of title to the Subject Property by virtue of MS Code Ann. §79-11-336.

Appellants also cite MS Code Ann. §79-11-347 as possible grounds for the dissolution of KDT. Again, Appellants conveniently fail to provide a complete reading of MS Code Ann. §79-11-347, which reads as follows:

**§79-11-347. Administrative dissolution by Secretary of State, grounds for**

The Secretary of State may commence a proceeding under Section 79-11-349 to administratively dissolve a corporation if:

- (a) The corporation does not pay within sixty (60) days after they are due any taxes or penalties imposed by Section 79-11-101 et seq. or other law;
- (b) The corporation does not deliver a requested status report to the Secretary of State within sixty (60) days after it is due;
- (c) The corporation is without a registered agent in this state for sixty (60) days or more;
- (d) The corporation does not notify the Secretary of State within one hundred twenty (120) days that its registered agent has been changed or that its registered agent has resigned;
- (e) The corporation's period of duration, if any, stated in its articles of incorporation expires;
- (f) The corporation fails to report within the time period specified in Section 79-11-405 the suspension or revocation of its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code; or
- (g) An incorporator, director, officer or agent of the corporation signed a document he knew was false in any material respect with intent that the document be delivered to the Secretary of State for filing. SOURCES: Laws, 1987, ch. 485, § 124; Laws, 2011, ch. 440, § 15; Laws, 2012, ch. 382, § 63, eff from and after Jan. 1, 2013.

As noted above, MS Code Ann. §79-11-347 provides that the Secretary of State “may” commence dissolution proceedings pursuant to MS Code Ann. §79-11-349. Furthermore, KDT has never received a requested status report from Secretary of State nor has KDT been the subject of any dissolution proceedings initiated against the organization by the Secretary of State.

As is referenced above, administrative dissolution is controlled by MS Code Ann. §79-11-349, which reads as follows:

**§79-11-349. Administrative dissolution, procedures**

- (1) Upon determining that one or more grounds exist under Section 79-11-347 for dissolving a corporation, the Secretary of State shall notify the corporation in the form of a record of that determination.
- (2) If the corporation does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the Secretary of State that each ground determined by the Secretary of State does not exist within at least sixty (60) days after service of the notice is perfected, the Secretary of State may administratively dissolve the corporation by signing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. The Secretary of State shall file the original of the certificate and serve a copy on the corporation.
- (3) A corporation administratively dissolved continues its corporate existence but may not carry on any activities except those necessary to wind up and liquidate its affairs under Section 79-11-341 and notify its claimants under Sections 79-11-343 and 79-11-345.
- (4) The administrative dissolution of a corporation does not terminate the authority of its registered agent. SOURCES: Laws, 1987, ch. 485, § 125; Laws, 2011, ch. 440, § 16; Laws, 2012, ch. 382, § 64, eff from and after Jan. 1, 2013.

Much like the above statutes, MS Code Ann. §79-11-349 is also inapplicable to these proceedings as the Secretary of State has never determined that one or more grounds exists for KDT's dissolution. To the contrary, per the records of the Secretary of State, KDT is and remains an entity in good standing within the State of Mississippi. Furthermore, notwithstanding the above, KDT has never been notified of the initiation of dissolution proceedings against the organization and has certainly never been provided with time for corrective measures pursuant to MS Code Ann. §79-11-349.

More importantly, to the question of dissolution, any assertion of dissolution argued by the Appellants should be disregarded by this Court as neither party has standing to assert such a claim. MS Code Ann. §79-11-355 reads as follows:

**§79-11-355. Dissolution by court order; parties who may bring action; grounds for court ordered dissolution.**

- (1) The chancery court of the county where the corporation's principal office is or was located, or in the Chancery Court of the First Judicial District of Hinds County, Mississippi, if the corporation does not have a principal office in this state, may dissolve a corporation:

(a) **In a proceeding by the Attorney General or the Secretary of State** if it is established that:

- (i) The corporation obtained its articles of incorporation through fraud;
- (ii) The corporation has continued to exceed or abuse the authority conferred upon it by law; or
- (iii) If the corporation is a charitable organization, as defined in Section 79-11-501, that:
  - 1. The corporate assets are being misapplied or wasted;
  - 2. The corporation is unable to carry out its purpose(s); or
  - 3. The corporation has violated the laws regulating the solicitation of charitable contributions, Section 79-11-501 et seq.;

(b) In a proceeding by fifty (50) members or members holding five percent (5%) of the voting power, whichever is less, or by a director if it is established that:

- (i) The directors are deadlocked in the management of the corporate affairs, and the members, if any, are unable to breach the deadlock;
- (ii) The directors or those in control of the corporation have acted, are acting or will act in a manner that is illegal, oppressive or fraudulent;
- (iii) The members are deadlocked in voting power and have failed, for a period that includes at least two (2) consecutive annual meeting dates, to elect successors to directors whose terms have, or would otherwise have, expired; or
- (iv) The corporate assets are being misapplied or wasted;

(c) In a proceeding by a creditor if it is established that:

- (i) The creditor's claim has been reduced to judgment, the execution on the judgment returned unsatisfied and the corporation is insolvent; or
- (ii) The corporation has admitted in writing that the creditor's claim is due and owing and the corporation is insolvent; or

(d) In a proceeding by the corporation to have its voluntary dissolution continued under court supervision.



- (2) Prior to dissolving a corporation, the court shall consider whether there are reasonable alternatives to dissolution. SOURCES: Laws, 1987, ch. 485, § 128; Laws, 2009, ch. 547, § 3; Laws, 2012, ch. 382, § 67, eff from and after Jan. 1, 2013.

Neither TUCC nor the City of Mound Bayou have standing pursuant to MS Code Ann. §79-11-355 to bring an action for the dissolution of KDT. Neither the Chancery Court, the Attorney General, nor the Secretary of State have initiated dissolution proceedings against KDT. To the contrary, the Chancery Court has correctly ruled that KDT is and remains an entity in good standing within the State of Mississippi, a ruling that is further supported and substantiated by the records of the Secretary of State. Neither KDT's membership nor any creditors have initiated dissolution proceedings against KDT. It is clear that the Appellants have no standing on which to assert or allege the dissolution of KDT. This Court should give Appellants assertions concerning dissolution no consideration as neither TUCC nor the City of Mound Bayou have standing to raise matters of dissolution in the first place.

Since its creation, KDT has long remained an engaged member of the Mound Bayou, Mississippi community. Since the date of acquisition of each parcel comprising the Subject Property, KDT has paid the annual ad valorem taxes on said property. From the date of its inception, KDT has actively engaged in and sought to improve the Mound Bayou, Mississippi community. These efforts include the creation and formation of collaborative partnerships throughout the State of Mississippi, to include partnerships with the Mississippi Heritage Trust, the Mississippi Department of Archives and at times, the City of Mound Bayou itself.

Kemper H. Smith, Sr. was the long-standing Chief Grand Mentor (i.e., president) of KDT until 2006/2007. Annyce Perkins Campbell, a ninety-two (92) year old lifelong resident of Mound Bayou, Mississippi, testified that she was aware that Kemper H. Smith, Sr. was the Chief

Grand Mentor of KDT. Mrs. Campbell also notes that KDT would at times also be referred to simply as "Knights and Daughters of Tabor."

Mary Carter also testified that she only referred to KDT as "Knights and Daughters of Tabor."

Both Mrs. Campbell and Mrs. Carter testified that they were aware that KDT owned the Subject Property.

The record reflects that KDT is sometimes referred to simply as Knights and Daughters of Tabor, and individuals familiar with the organization have testified that they recognize KDT as one and the same entity as Knights and Daughters of Tabor.

In 2006/2007, Kemper H. Smith's health began to fail. Under the guidance and with the assistance of legal counsel, his children, Myrna Smith-Thompson and Kemper H. Smith, Jr. assumed not only the duties of his personal affairs, but pursuant to a Resolution duly adopted during a Special Meeting called on April 25, 2007, they assumed leadership positions within KDT. Notice of this special meeting was provided to the membership and publication was properly effectuated in Bolivar and surrounding counties. No objections to this special meeting or the Resolution adopted therein were received by KDT.

Mrs. Thompson has kept KDT engaged in the Mound Bayou community and other areas within the State of Mississippi. Mrs. Thompson has ensured the payment of ad valorem taxes on the Subject Property. Mrs. Thompson, to the best of her ability, has sought to keep the properties in a decent state of repair.

Mrs. Thompson has organized events in Mound Bayou, Mississippi aimed at generating and raising awareness regarding the revitalization and history of the Subject Property. Over the years, these efforts have led Mrs. Thompson to secure partnerships with various entities and



agencies throughout the State of Mississippi. The parties to these proceedings (i.e., BDT, TUCC and the City of Mound Bayou) have consistently engaged Mrs. Thompson and KDT with respect to the Subject Property. These engagements include BDT's efforts to purchase the property from Mrs. Thompson and KDT and the City of Mound Bayou's desire to lease a portion of the Subject Property from KDT. The parties to these proceedings are well-aware of KDT's long ownership and control of the Subject Property.

The record is clear and the evidence substantiates the fact that KDT is and remains an active entity in good standing within the State of Mississippi. KDT has never been subjected to any form of dissolution, voluntary or otherwise. KDT has never forfeited any portion of the Subject Property and prior to its November 30, 2016 special warranty deed to Knights and Daughters of Tabor KDT, has never attempted to convey any portion of its interest in the Subject Property to another person or entity. KDT has never ceased its operation and has remained ever vigilant in its efforts to improve the community in Mound Bayou, Mississippi. This Court should confirm KDT's status as an entity in good standing within the State of Mississippi. This Court should dismiss any assertions of KDT's dissolution made by the Appellants for lack of standing and should affirm the decision of the Chancery Court whereby it adjudicated that KDT is and remains an entity in good standing within the State of Mississippi.

**B. The Chancery Court was correct in quieting and confirming title to Subject Property in International Order of Twelve Knights and Daughters of Tabor in Mississippi.**

As is summarized above, title to the Subject Property vested in KDT as follows:

<u>Tract No.</u>	<u>Date Acquired</u>	<u>Vesting Deed</u>	<u>KDT Duration of Ownership</u>
Tract No. 1	July 16, 1979	Book M140, Page 195	37+ years
Tract No. 2	January 10, 1942	Book M31, Page 214	75 years

Tract No. 3	April 24, 1985	Book M165, Page 116	32 years
Tract No. 4	September 15, 1970	Book M130, Page 16	46+ years
Tract No. 5	September 1, 1939	Book M30, Page 368	77+ years
	September 25, 1939	Book M30, Page 369	

KDT has maintained continuous and uninterrupted control and ownership of the Subject Property since each of the above mentioned acquisition dates.

By virtue of its Final Order dated June 2, 2017, the Chancery Court was correct in quieting and confirming title to the Subject Property in KDT. KDT has clearly shown that it is and remains an entity in good standing within the State of Mississippi.

The Chancery Court correctly held that the quitclaim deed acquired by BDT from various purported members of KDT was void and of no effect. Several of those purported grantors could not confirm that they were members of KDT and none of the grantors were authorized to convey property or act on behalf of KDT. No notice or publication was provided and no meeting with regard to the conveyance of the Subject Property to BDT was undertaken by these purported members. Thus, it is evident that the Chancery Court was correct in ruling that the quitclaim deed whereby BDT purportedly acquired the Subject Property is void and of no effect. BDT has not appealed that decision.

KDT, from the date it acquired each parcel of real property comprising the Subject Property, has paid and maintained the ad valorem property taxes on those parcels where taxes are due. A portion of the Subject Property, to include the Taborian Hospital property which is the primary focus of these proceedings, has long been exempt from the payment of ad valorem taxes. Record title confirms that KDT has maintained continuous and uninterrupted control of the Subject Property for many years.

KDT, and its representatives, have remained active and engaged both within the City of Mound Bayou and surrounding areas.

KDT, and its representatives, has been actively engaged in soliciting and seeking out collaborative partnerships aimed at providing services to the community of Mound Bayou and the families living therein.

KDT, and its representatives, have remained actively engaged in attempts to secure funding which will provide for the renovation and refurbishing of the Subject Property, which will further allow KDT and its partners to better serve the families living in and around Mound Bayou, Mississippi.

On April 25, 2007, under the direction and advice of legal counsel and as the result of the failing health of its chief executive officer (i.e., Chief Grand Mentor, Kemper H. Smith, Sr.) KDT took proper action in order to secure and ensure its continued ability to serve the community of Mound Bayou. A Special Meeting was called on April 25, 2007 for the purpose of handling the organization's business affairs. Said Special Meeting was evidenced by duly prepared corporate Minutes which further reflect that upon a Resolution voted upon by the Members present at said meeting, Myrna Smith-Thompson and Kemper H. Smith, Sr. were vested with authority to handle KDT's business affairs.

Notice of Publication was provided "To All Current and Former Member [*sic*] of the Knights & Daughters of Tabor" and published in The Bolivar Commercial, The Delta Democrat-Times, The Yazoo Herald and The Clarksdale Press Register, in accordance with Mississippi law. KDT received no responses from current or former members in opposition to the Minutes or adopted Resolution discussed above.

Appellants have asserted that KDT's April 25, 2007 Special Meeting was improperly handled, thus rendering the special warranty deed from KDT to Knights and Daughters of Tabor invalid. While KDT maintains that the special warranty deed whereby it conveyed its title to the Subject Property to Knights and Daughters of Tabor KDT should be upheld, in the event this Court renders the April 25, 2007, Special Meeting improper, and the subsequent special warranty deed ineffective, then title to the Subject Property remains vested in KDT.

Appellants' baseless claims of title hinge on the erroneous assertion that KDT is a defunct organization. As has clearly been shown throughout these proceedings, KDT was duly formed as a Mississippi non-profit organization and has remained an entity in good standing within the State of Mississippi. No evidence to the contrary exists and the Chancery Court was correct in confirming title to the Subject Property in KDT. This Court should affirm the ruling of the Chancery Court and confirm that title to the Subject Property is vested in KDT.

**C. KDT's status as a properly registered non-profit organization has no bearing on its ability to own real property within the State of Mississippi.**

Appellants have asserted that KDT has failed to properly file various forms and filings as required by the Mississippi Secretary of State and/or the Internal Revenue Service. Not only are the Appellants assertions erroneous, they are also immaterial to the quiet title action that is the matter of the appeal before this Court.

KDT's ability to properly solicit charitable funds does not pertain to these proceedings. KDT's status as a properly registered non-profit entity has no bearing on its ability to own real property within the State of Mississippi. The questions on appeal to this this Court are: (1) Is KDT an entity in good standing within the State of Mississippi, and (2) is KDT vested with title to the Subject Property?

KDT has clearly shown that it is and remains an entity in good standing within the State of Mississippi. KDT has clearly shown that it has maintained continuous ownership and control of the Subject Property since the date it acquired said property. Neither the City of Mound Bayou nor TUCC have standing to address any matters of dissolution concerning KDT, to include any assertions associated with KDT's filings as a non-profit organization. Furthermore, KDT's filing of forms with the Secretary of State is immaterial to the organizations ability to own real property. As such, this Court should affirm the ruling that KDT is an entity in good standing within the State of Mississippi and furthermore, affirm that KDT remains vested with title to the Subject Property.

**D. Neither Taborian Urgent Care Center Project, Inc. nor Margo Christian Brooks have any viable claim of title to the Subject Property.**

The record is clear that TUCC and the services of Ms. Brooks were retained by the City of Mound Bayou with regard to the administration of a grant program awarded to the City of Mound Bayou. Neither TUCC nor Ms. Brooks were awarded a grant pertaining to the Subject Property. Any services provided by TUCC and/or Ms. Brooks with respect to the Subject Property were provided on behalf of the City of Mound Bayou.

By its own admission, TUCC has stated that "the City of Mound Bayou was awarded a grant" to renovate the Subject Property (specifically the Taborian Hospital property). TUCC has further acknowledged that "The owner of the old Taborian Hospital was International Order of Twelve Knights and Daughters of Tabor."

Furthermore, the City of Mound Bayou has confirmed that it "retained the services of Margo Christian Brooks to assist with its grant application" and that "Ms. Brooks was retained by the City of Mound Bayou to act as its Project Administrator. This allowed Mrs. Brooks authority to submit and receive all requests for funds under the grant on behalf of the City."

Ms. Brooks received a \$1,000.00 stipend and \$60,000.00 annually for her services as Project Administrator for the City of Mound Bayou. Correspondence received from the United State Department of Agriculture – Rural Development, pertaining to the City of Mound Bayou’s award of various grant funds under the Delta Health Care Services Program, confirms that Ms. Brooks is recognized as the Project Administrator. A “Project Selection Notice” accompanying this correspondence confirms that the recipient is the City of Mound Bayou and a Rural Utilities Service Borrower Ach Payment Form further designates the City of Mound Bayou as Payee/Company. A Delta Health Care Services Program Certification of Authority also lists the Grant Recipient as the City of Mound Bayou, with Margo L. Brooks serving as Contract Administrator.

The record is clear and evidence supports the fact that TUCC and Ms. Brooks have no viable claim of title to the Subject Property. Ms. Brooks was hired by the City of Mound Bayou to serve in an administrative capacity with respect to grant programs awarded to the City of Mound Bayou. Ms. Brooks was compensated financially for her efforts on behalf of the City of Mound Bayou.

Furthermore, as the record reflects, TUCC ceased operations in April, 2015 and has not operated a health care facility on any portion of the Subject Property since this date. Upon cessation of operations, pursuant to the Assignment executed between the City of Mound Bayou and TUCC, all of TUCC’s rights, title and interest in property or assets pertaining to the Sublease Agreement between the City of Mound Bayou and TUCC automatically reverted to the City of Mound Bayou. Effective as of 2015, TUCC has effectively held no right, title or interest in the sublease agreement or any property or assets subject thereto. Aside from being a sub-lessee for a short duration of the grant period, and an agent/contractor for the City of Mound Bayou whose

task was to administer certain grant programs, which have now terminated, neither TUCC nor Ms. Brooks has any right or viable claim of title whatsoever to the Subject Property.

The efforts of TUCC and Ms. Brooks to further delay KDT's efforts to clear its title to the Subject Property should be dismissed. Not only do TUCC and Ms. Brooks have no standing on which to assert title to the Subject Property, they more importantly have no viable mechanism by which to do so. This Court should uphold the Chancery Court's ruling and further quiet and confirm KDT's title to the Subject Property.

**E. The City of Mound Bayou has no viable claim of title to the Subject Property.**

The City of Mound Bayou has no legitimate or viable claim of title to the Subject Property. The City of Mound Bayou is well-aware that KDT has long maintained continuous and exclusive control of the Subject Property.

The City of Mound Bayou is well-aware that KDT has long maintained the payment of ad valorem taxes on the Subject Property.

The City of Mound Bayou is well-aware that KDT and its representatives have remained actively engaged within Mound Bayou and have sought collaboration and partnerships with various other individuals and agencies located throughout the State of Mississippi, to include the City of Mound Bayou.

On May 4, 2010, The City of Mound Bayou executed a lease agreement covering property which it knew was owned by KDT. On December 19, 2013, the City of Mound Bayou executed an affirmation of this lease agreement.

The City of Mound Bayou is reaching to establish a legitimate claim of title to the Subject Property. The City of Mound Bayou rests its claim of title, if any, on its baseless assertions that KDT is a defunct organization. The record reflects and evidence substantiates that



KDT is and remains an active entity in good standing within the State of Mississippi. The initiation of dissolution proceedings against KDT have never commenced, either internally or externally. The Chancery Court has confirmed KDT's status as entity in good standing within the State of Mississippi.

Furthermore, pursuant to MS Code Ann. §79-11-355, the City of Mound Bayou has no standing to assert that KDT is a defunct entity or to allege the dissolution of KDT.

The City of Mound Bayou's only rights with respect to the Subject Property are those rights of a Lessee/Tenant. KDT is currently engaged in an eviction proceeding against the City of Mound Bayou as to the Subject Property. The City of Mound Bayou's efforts to further delay KDT's efforts to quiet and confirm its title to the Subject Property should be dismissed. This Court should affirm the ruling of the Chancery Court and confirm that KDT is and remains an entity in good standing within the State of Mississippi and that title to the Subject Property is vested in KDT. The City of Mound Bayou's appeal should be dismissed and KDT should be allowed to proceed with its eviction proceedings against the City of Mound Bayou with respect to the Subject Property.

## **VI. CONCLUSION**

The record is clear and evidence has been presented which confirms that KDT is and remains an entity in good standing within the State of Mississippi. Per the records of the Mississippi Secretary of State, KDT remains an entity in good standing. The Chancery Court was correct in ruling that the quitclaim deed acquired by BDT with respect to the Subject Property was void and of no effect. The Chancery Court was also correct in ruling that KDT's special warranty deed whereby it conveyed the Subject Property to Knights and Daughters of Tabor KDT was valid.

KDT has never been the subject of dissolution proceedings, either internally or externally. KDT is and has remained an active member of the Mound Bayou community for many years.

KDT has long maintained continuous and exclusive ownership and control on the Subject Property. KDT has ensured the annual payment of ad valorem taxes on those non-exempt properties where taxes are due and has maintained the Subject Property.

KDT has actively led efforts to revitalize the Mound Bayou community, to include efforts aimed at revitalizing the Subject Property for the provisions of services to those families living within the Mound Bayou community.

Neither TUCC nor Ms. Brooks has a legitimate viable claim of title to the Subject Property. At one time, TUCC purportedly held rights as a sub-lessee of the Taborian Hospital property, however, those rights automatically terminated upon TUCC's cessation of operations in April, 2015. Any right, title and interest TUCC may have held in the property or assets located in or upon the Subject Property automatically reverted to the City of Mound Bayou upon TUCC's cessation of operations in April, 2015.

Ms. Brooks was a duly paid and compensated agent or employee of the City of Mound Bayou, whose services as a Contract/Grant Administrator were retained by the City of Mound Bayou with respect to certain grant programs awarded to the City of Mound Bayou. Ms. Brooks was never personally awarded a grant or associated funding. Any work done by Ms. Brooks was done on behalf of the City of Mound Bayou.

TUCC closed its doors in April, 2015 and Ms. Brooks' work for the City terminated on or before the same date. Ms. Brooks' service as an agent/employee of the City of Mound Bayou at no time vested in her a legitimate or valid claim of title to the Subject Property.

The City of Mound Bayou also has no legitimate or valid claim of title to the Subject Property. The City of Mound Bayou has no standing on which to assert or claim that KDT has been dissolved. The rights of the City of Mound Bayou with respect to the Subject Property, if any, are limited to those of a Lessee-Tenant. Those rights, if any, are the subject of a pending eviction proceeding filed in the County Court of Bolivar County, Mississippi.

WHEREFORE, PREMISES CONSIDERED, Appellee, International Order of Twelve Knights and Daughters of Tabor, Mississippi Jurisdiction, Inc., a/k/a International Order of Twelve Knights and Daughters of Tabor in Mississippi, prays that this Court will affirm the ruling of the Chancery Court by ruling that International Order of Twelve Knights and Daughters of Tabor, Mississippi Jurisdiction, Inc., a/k/a International Order of Twelve Knights and Daughters of Tabor in Mississippi is and remains an entity in good standing within the State of Mississippi, and further quiet and confirm title to the Subject Property in International Order of Twelve Knights and Daughters of Tabor, Mississippi Jurisdiction, Inc., a/k/a International Order of Twelve Knights and Daughters of Tabor in Mississippi. Additionally, International Order of Twelve Knights and Daughters of Tabor, Mississippi Jurisdiction, Inc., a/k/a International Order of Twelve Knights and Daughters of Tabor in Mississippi, prays that this Court will dismiss the attempts of the Appellants, the City of Mound Bayou, Taborian Urgent Care Center, Inc. and Margo Christian Brooks, to further intervene in these proceedings and further dismiss any claims of title to the Subject Property of the Appellants, the City of Mound Bayou, Taborian Urgent Care Center, Inc. and Margo Christian Brooks, thereby further confirming that title to the Subject Property is quieted and confirmed in the Appellee, International Order of Twelve Knights and Daughters of Tabor, Mississippi Jurisdiction, Inc., a/k/a International Order of Twelve Knights and Daughters of Tabor in Mississippi.

This the 25th day of January, 2018.

Respectfully submitted,

**INTERNATIONAL ORDER OF TWELVE  
KNIGHTS AND DAUGHTERS OF TABOR  
IN MISSISSIPPI**

By: /s/Jesse S. New, Jr.  
One of Its Attorneys

OF COUNSEL:

Sheldon G. Alston, Esq. (MSB No. 9784)  
Jesse S. New, Jr., Esq. (MSB No. 102276)  
BRUNINI, GRANTHAM, GROWER & HEWES, PLLC  
Post Office Drawer 119  
Jackson, MS 39205-0119  
Telephone: (601) 948-3101  
Facsimile: (601) 960-6902  
[salston@brunini.com](mailto:salston@brunini.com)  
[jnew@brunini.com](mailto:jnew@brunini.com)

**CERTIFICATE OF SERVICE**

I, Jesse S. New, Jr., counsel of record for Appellee International Order of Twelve Knights and Daughters of Tabor, Mississippi Jurisdiction, Inc., a/k/a International Order of Twelve Knights and Daughters of Tabor in Mississippi, do hereby certify that I have this day filed the foregoing Appellee Brief with the Clerk of this Court using the Court's ECF system, which sent electronic notification to the following:

Honorable W.M. Sanders  
Chancery Court Judge  
Post Office Box 473  
Greenwood, Mississippi 38935

Honorable Helen Morris  
MORRIS & ASSOCIATES  
Post Office Box 656  
Cleveland, Mississippi 38732  
[attyhelenmorris@gmail.com](mailto:attyhelenmorris@gmail.com)  
Attorney for City of Mound Bayou

Honorable Levi Boone, III  
BOONE LAW OFFICE, PLLC  
Post Office Box 1772  
Cleveland, Mississippi 38732  
[lboone@boonelawfirm.com](mailto:lboone@boonelawfirm.com)  
Attorney for Taborian Urgent Care Center

Honorable Chaka Smith  
LAW OFFICE OF CHAKA SMITH, PLLC  
Post Office Box 1820  
Cleveland, Mississippi 38732  
[lawofficeofchakasmithpllc@yahoo.com](mailto:lawofficeofchakasmithpllc@yahoo.com)  
Attorney for BDT Housing Services

This the 25th day of January, 2018.

/s/Jesse S. New, Jr.  
Jesse S. New, Jr.